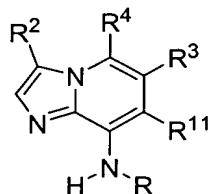


Amendments to the Claims

The listing of claims will replace all prior versions and listing of claims in the application:

5 **Listing of Claims:**

Claim 1 (currently amended): A compound represented by the structural formula:



Formula III

10 or a pharmaceutically acceptable salt or solvate thereof,

wherein:

R is selected from the group consisting of alkyl, aryl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, arylalkyl, cycloalkyl, -NR⁶R⁷, -C(O)R⁷, -C(O)OR⁶, -C(O)NR⁶R⁷ and -S(O₂)R⁷, wherein each of said alkyl, aryl, heteroaryl,

15 heteroarylalkyl, heterocyclyl, heterocyclylalkyl, cycloalkyl and arylalkyl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, cycloalkyl, CF₃, CN, -OCF₃, -OR⁶, -C(O)R⁷, -NR⁶R⁷, -C(O)OR⁶, -C(O)NR⁵R⁶, -SR⁶, -S(O₂)R⁷, -S(O₂)NR⁵R⁶, 20 -N(R⁵)S(O₂)R⁷, -N(R⁵)C(O)R⁷ and -N(R⁵)C(O)NR⁵R⁶ and NO₂;

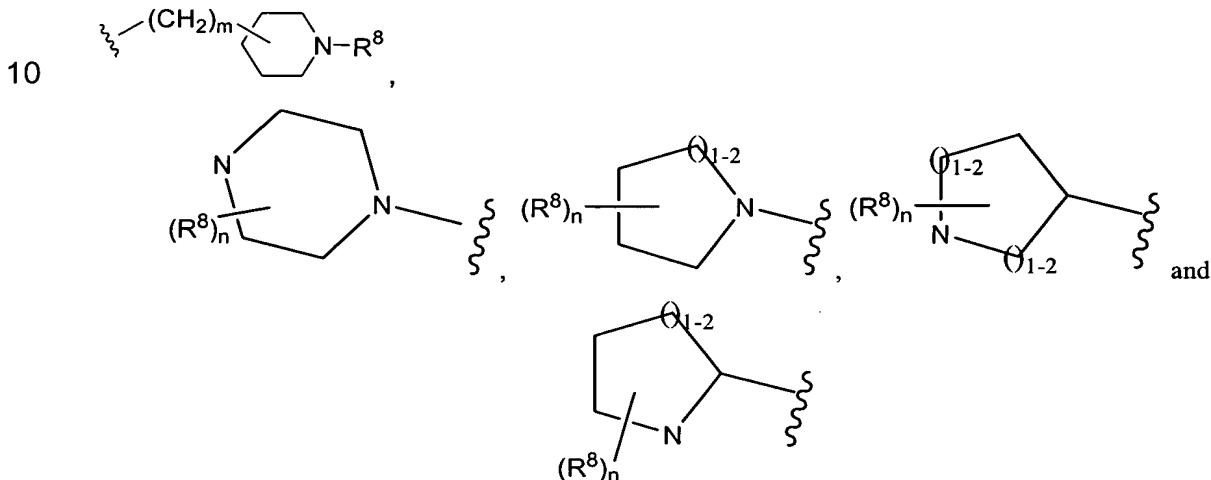
R² is selected from the group consisting of H, R⁹, alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, alkenyl, alkynyl, cycloalkyl, -CF₃, -C(O)R⁷, alkyl substituted with 1-6 R⁹ groups which groups can be the same or different with each R⁹ being independently selected,

25

wherein each of said aryl, heteroaryl, arylalkyl and heterocyclyl can be unsubstituted or optionally independently

substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, cycloalkyl, CF_3 , CN, $-\text{OCF}_3$, $-\text{OR}^6$, $-\text{C(O)R}^7$, $-\text{NR}^6\text{R}^7$, $-\text{C(O)OR}^6$,
 $-\text{C(O)NR}^5\text{R}^6$, $-\text{SR}^6$, $-\text{S(O}_2\text{)R}^7$, $-\text{S(O}_2\text{)NR}^5\text{R}^6$, $-\text{N(R}^5\text{)S(O}_2\text{)R}^7$, $-\text{N(R}^5\text{)C(O)R}^7$ and
5 $-\text{N(R}^5\text{)C(O)NR}^5\text{R}^6$;

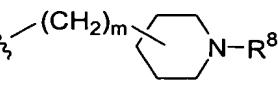
R^3 is selected from the group consisting of H, halogen, $-\text{NR}^5\text{R}^6$, CF_3 , alkyl, cycloalkyl, aryl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, alkynyl, alkenyl, $-(\text{CHR}^5)_n\text{-aryl}$, $-(\text{CHR}^5)_n\text{-heteroaryl}$, $-(\text{CHR}^5)_n\text{-OR}^6$, $-\text{S(O}_2\text{)R}^6$, $-\text{C(O)R}^6$, $-\text{S(O}_2\text{)NR}^5\text{R}^6$, $-\text{C(O)OR}^6$, $-\text{C(O)NR}^5\text{R}^6$, $-\text{CH(aryl)}_2$, $-(\text{CH}_2)_m\text{-NR}^8$,



wherein each of said aryl, alkyl, arylalkyl, cycloalkyl, heteroaryl, heteroarylalkyl, heterocyclyl and heterocyclylalkyl for R^3 and the heterocyclyl moieties whose

15 structures are shown immediately above for R^3 can be unsubstituted or optionally independently substituted with one or more moieties which moieties can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, CF_3 , CN, $-\text{OCF}_3$, $-\text{OR}^5$, $-\text{C(R}^4\text{R}^5\text{)}_n\text{OR}^5$, $-\text{NR}^5\text{R}^6$, $-\text{C(R}^4\text{R}^5\text{)}_n\text{NR}^5\text{R}^6$, $-\text{C(O)R}^5$, $-\text{C(O)NR}^5\text{R}^6$, $-\text{SR}^6$, $-\text{S(O}_2\text{)R}^6$,
20 $-\text{S(O}_2\text{)NR}^5\text{R}^6$, $-\text{N(R}^5\text{)S(O}_2\text{)R}^7$, $-\text{N(R}^5\text{)C(O)R}^7$ and $-\text{N(R}^5\text{)C(O)NR}^5\text{R}^6$;

R^4 is selected from the group consisting of H, halogen, CF_3 , alkyl, cycloalkyl, aryl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, alkynyl, alkenyl, $-(\text{CHR}^5)_n\text{-aryl}$, $-(\text{CHR}^5)_n\text{-heteroaryl}$, $-(\text{CHR}^5)_n\text{-OR}^6$, $-\text{S(O}_2\text{)R}^6$, $-\text{C(O)R}^6$, $-\text{S(O}_2\text{)NR}^5\text{R}^6$, $-\text{C(O)OR}^6$, $-\text{C(O)NR}^5\text{R}^6$, cycloalkyl, $-\text{CH(aryl)}_2$, $-(\text{CH}_2)_m\text{-NR}^8$,

25 and 

, wherein each of said aryl, alkyl, cycloalkyl, heteroaryl,

heteroarylalkyl, heterocyclyl and heterocyclylalkyl can be unsubstituted or optionally substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, CF₃, CN, -OCF₃, -OR⁵, -NR⁵R⁶, -C(O₂)R⁵,

- 5 -C(O)NR⁵R⁶, -SR⁶ and -S(O₂)R⁶;

R⁵ is H, alkyl or aryl;

R⁶ is selected from the group consisting of H, alkyl, aryl, heteroaryl, arylalkyl, cycloalkyl, heteroarylalkyl, heterocyclyl and heterocyclylalkyl, wherein each of said alkyl, aryl, heteroaryl, arylalkyl, cycloalkyl, heteroarylalkyl,

- 10 heterocyclyl and heterocyclylalkyl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, heterocyclylalkyl, CF₃, OCF₃, CN, -OR⁵, -NR⁵R¹⁰, -N(R⁵)Boc, -C(R⁴R⁵)OR⁵, -C(O)R⁶, -C(O)OR⁵, -C(O)NR⁵R¹⁰, -SO₃H, -SR¹⁰,

- 15 -S(O₂)R⁷, -S(O₂)NR⁵R¹⁰, -N(R⁵)S(O₂)R⁷, -N(R⁵)C(O)R⁷ and -N(R⁵)C(O)NR⁵R¹⁰;

R¹⁰ is selected from the group consisting of H, alkyl, aryl, arylalkyl, cycloalkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, and heteroarylalkyl, wherein each of said alkyl, aryl, arylalkyl, cycloalkyl, heterocyclyl, heterocyclylalkyl,

- 20 heteroaryl, and heteroarylalkyl can be unsubstituted or optionally substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, heterocyclylalkyl, CF₃, OCF₃, CN, -OR⁵, -NR⁴R⁵, -N(R⁵)Boc, -(CR⁴R⁵)_nOR⁵, -C(O₂)R⁵, -C(O)NR⁴R⁵, -C(O)R⁵, -SO₃H, -SR⁵, -S(O₂)R⁷, -S(O₂)NR⁴R⁵, -N(R⁵)S(O₂)R⁷, -N(R⁵)C(O)R⁷ and -N(R⁵)C(O)NR⁴R⁵;

or optionally (i) R⁵ and R¹⁰ in the moiety -NR⁵R¹⁰, or (ii) R⁵ and R⁶ in the moiety -NR⁵R⁶, may be joined together to form a cycloalkyl or heterocyclyl moiety, with each of said cycloalkyl or heterocyclyl moiety being unsubstituted or optionally independently being substituted with one or more R⁹ groups;

- 30 R⁷ is selected from the group consisting of alkyl, cycloalkyl, aryl, heteroaryl, arylalkyl and heteroarylalkyl wherein each of said alkyl, cycloalkyl, heteroarylalkyl, aryl, heteroaryl and arylalkyl can be unsubstituted or optionally independently

substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, CF_3 , OCF_3 , CN, $-\text{OR}^5$, $-\text{NR}^5\text{R}^{10}$, $-\text{CH}_2\text{OR}^5$, $-\text{C}(\text{O}_2)\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^{10}$, $-\text{C}(\text{O})\text{R}^5$, $-\text{SR}^{10}$, $-\text{S}(\text{O}_2)\text{R}^{10}$, $-\text{S}(\text{O}_2)\text{NR}^5\text{R}^{10}$, $-\text{N}(\text{R}^5)\text{S}(\text{O}_2)\text{R}^{10}$, $-\text{N}(\text{R}^5)\text{C}(\text{O})\text{R}^{10}$ and

5 $-\text{N}(\text{R}^5)\text{C}(\text{O})\text{NR}^5\text{R}^{10}$;

R^8 is selected from the group consisting of R^6 , $-\text{C}(\text{O})\text{NR}^5\text{R}^{10}$, $-\text{S}(\text{O}_2)\text{NR}^5\text{R}^{10}$, $-\text{C}(\text{O})\text{R}^7$, $-\text{C}(\text{O})\text{OR}^6$ and $-\text{S}(\text{O}_2)\text{R}^7$;

R^9 is selected from the group consisting of halogen, CN, NR^5R^{10} , $-\text{C}(\text{O})\text{OR}^6$, $-\text{C}(\text{O})\text{NR}^5\text{R}^{10}$, $-\text{OR}^6$, $-\text{C}(\text{O})\text{R}^7$, $-\text{SR}^6$, $-\text{S}(\text{O}_2)\text{R}^7$, $-\text{S}(\text{O}_2)\text{NR}^5\text{R}^{10}$,

10 $-\text{N}(\text{R}^5)\text{S}(\text{O}_2)\text{R}^7$, $-\text{N}(\text{R}^5)\text{C}(\text{O})\text{R}^7$ and $-\text{N}(\text{R}^5)\text{C}(\text{O})\text{NR}^5\text{R}^{10}$;

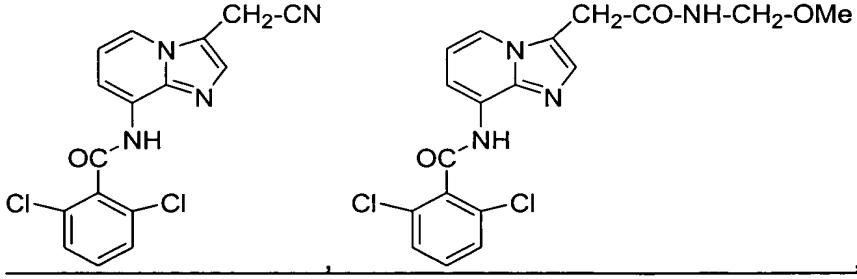
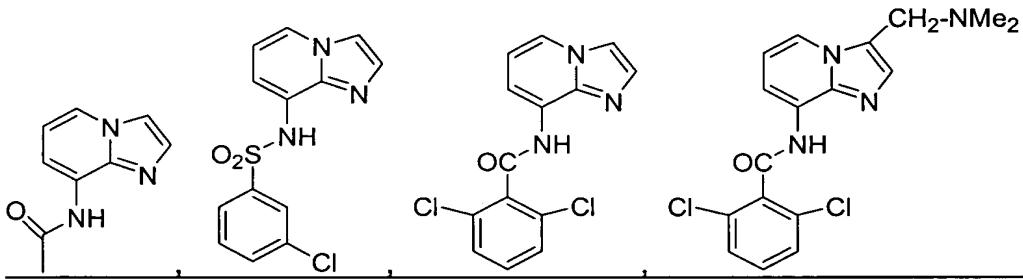
R^{11} is H, alkyl or aryl;

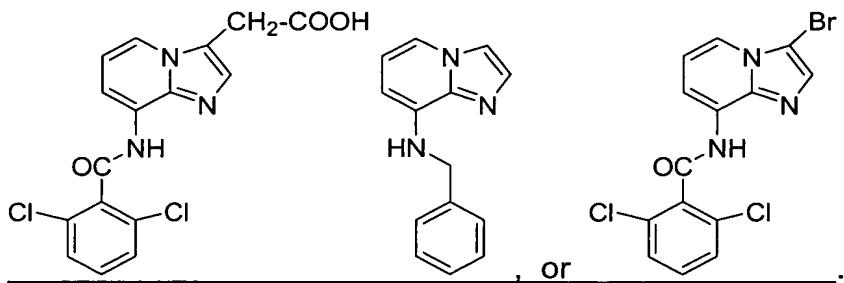
m is 0 to 4; and

n is 1-4,

with the proviso that the compound of Formula III is not the following compounds:

15



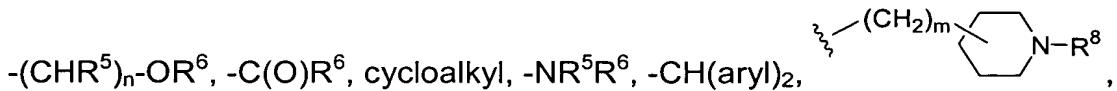


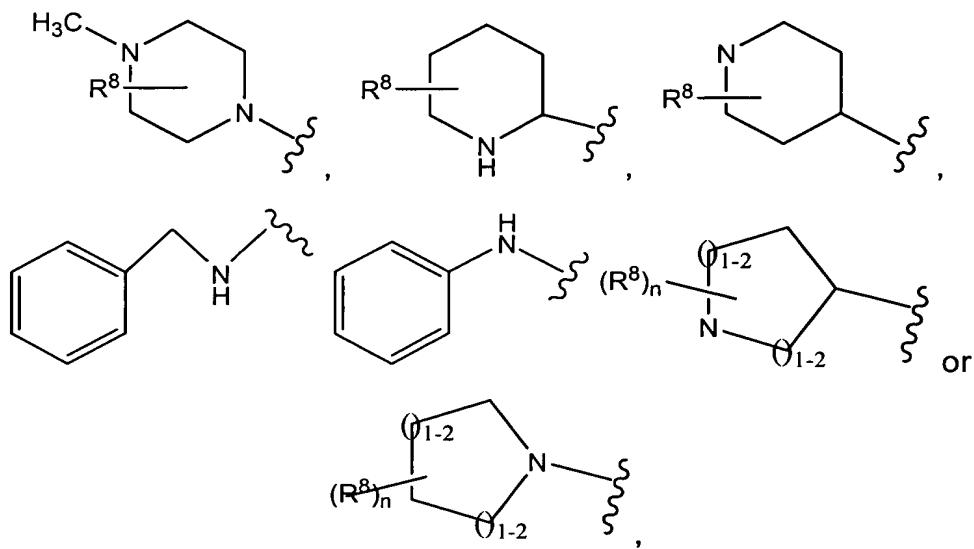
Claim 2 (currently amended): The compound of claim 1, wherein R is selected from the group consisting of aryl, arylalkyl, heteroaryl, heteroarylalkyl, alkyl, -S(O₂)R⁷, and -C(O)R⁷, wherein each of said aryl, arylalkyl, heteroaryl,

5 heteroarylalkyl and alkyl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, CF₃, CN, -OCF₃, -NR⁶R⁷, -N(R⁵)C(O)R⁷, and -OR⁶;

10 R² is selected from the group consisting of halogen, alkyl, aryl, heteroaryl, alkenyl and -C(O)R⁷, wherein each of said alkyl, aryl and heteroaryl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, CF₃, CN, -OCF₃, and -OR⁶;

15 R³ is selected from the group consisting of H, aryl, heteroaryl, -(CHR⁵)_n-aryl, -(CHR⁵)_n-heteroaryl,





- 5 wherein each of said aryl, cycloalkyl and heteroaryl and the heterocyclyl structures shown immediately above for R^3 can be substituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, CF_3 , OCF_3 , alkyl, CN, aryl, $-C(O)R^5$, $-C(O_2)R^5$, $-S(O_2)R^6$, $-C(=NH)-NH_2$, $-C(=CN)-NH_2$,
- 10 hydroxyalkyl, alkoxycarbonyl, $-SR^6$, and OR^5 , with the proviso that no carbon adjacent to a nitrogen atom on a heterocyclyl ring carries a $-OR^5$ moiety;
- R^4 is selected from the group consisting of H, alkyl, aryl, heteroaryl, $-(CHR^5)_n$ -aryl, $-(CHR^5)_n$ -heteroaryl, $-(CHR^5)_n$ -OR 6 , $-C(O)R^6$, cycloalkyl, $-CH(aryl)_2$
- and $\sim-(CH_2)_m-\text{cyclohexyl}-N-R^8$, wherein each of said aryl and heteroaryl can be
- 15 unsubstituted or optionally substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, CF_3 , CN, $-C(O_2)R^5$ and $-S(O_2)R^6$;
- R^5 is R^6 is H, aryl or lower alkyl;
- m is 0 to 2, and
- 20 n is 1 to 3.

Claim 3 (original): The compound of claim 2, wherein R is selected from the group consisting of phenyl, benzyl, benzoyl, phenylsulfonyl, thiienyl, thiienylalkyl, thiienylcarbonyl, thiienylsulfonyl, furyl, furylalkyl, furylcarbonyl, furylsulfonyl, pyridyl,

pyridylalkyl, pyridylcarbonyl, pyridylsulfonyl, pyrrolyl, pyrrolylalkyl, pyrrolylcarbonyl, pyrrolylsulfonyl, oxazolyl, oxazolylalkyl, oxazolylcarbonyl, oxazolylsulfonyl, thiazolyl, thiazolylalkyl, thiazolylcarbonyl, thiazolylsulfonyl, pyrazinyl, pyrazinylalkyl, pyrazinylcarbonyl, pyrazinylsulfonyl, pyridazinyl, pyridazinylalkyl,

- 5 pyridazinylcarbonyl, pyridazinylsulfonyl, pyrimidinyl, pyrimidinylalkyl,
pyrimidinylcarbonyl, pyrimidinylsulfonyl, -S(O₂)CH₃, and -C(O)CH₃, as well as their
applicable N-oxides, wherein each of said phenyl (including the phenyl of the
benzyl), thienyl, furyl, pyridyl, pyrrolyl, oxazolyl, thiazolyl, pyrazinyl, pyridazinyl and
pyrimidinyl can be unsubstituted or optionally independently substituted with one or
10 more moieties which can be the same or different, each moiety being
independently selected from the group consisting of Cl, Br, I, lower alkyl, CF₃, CN,
-C(O)OR⁶, -NR⁶R⁷, -N(R⁵)C(O)R⁷, -OCF₃, and -OH.
Claim 4 (original): The compound of claim 2, wherein R is unsubstituted phenyl,
unsubstituted pyridyl, benzyl whose phenyl can be unsubstituted or optionally
15 substituted with one or more moieties selected from the group consisting of F, Cl,
Br, CN, CF₃,
-NH₂, and -N(H)C(O)CH₃, benzoyl whose phenyl can be unsubstituted or
optionally substituted with one or more moieties selected from the group consisting
of F, Cl, Br, CN, CF₃, -NH₂, and -N(H)C(O)CH₃, phenylsulfonyl whose phenyl can
20 be unsubstituted or optionally substituted with one or more moieties selected from
the group consisting of F, Cl, Br, CN, -NH₂, -N(H)C(O)CH₃ and CF₃, pyridylmethyl
whose pyridyl can be unsubstituted or optionally substituted with one or more
moieties selected from the group consisting of F, Cl, Br, CN, CF₃, -NH₂, and
-N(H)C(O)CH₃, pyridylcarbonyl whose pyridyl can be unsubstituted or optionally
25 substituted with one or more moieties selected from the group consisting of F, Cl,
Br, CN, CF₃, -NH₂, and -N(H)C(O)CH₃, pyridylsulfonyl whose pyridyl can be
unsubstituted or optionally substituted with one or more moieties selected from the
group consisting of F, Cl, Br, CN, -NH₂, -N(H)C(O)CH₃ and CF₃, pyrimidylmethyl
whose pyrimidylmethyl can be unsubstituted or optionally substituted with one or
30 more moieties selected from the group consisting of F, Cl, Br, CN, -NH₂,
-N(H)C(O)CH₃ and CF₃, pyrimidylcarbonyl whose pyrimidyl can be unsubstituted or
optionally substituted with one or more moieties selected from the group consisting

of F, Cl, Br, CN, -NH₂, -N(H)C(O)CH₃ and CF₃, or pyrimidylsulfonyl whose pyrimidyl can be unsubstituted or optionally substituted with one or more moieties selected from the group consisting of F, Cl, Br, CN, -NH₂, -N(H)C(O)CH₃ and CF₃.

Claim 5 (original): The compound of claim 2, wherein R is unsubstituted phenyl,

5 unsubstituted pyridyl or unsubstituted pyrimidinyl.

Claim 6 (original): The compound of claim 2, wherein R is benzyl whose phenyl is unsubstituted or optionally substituted with one or more moieties selected from the group consisting of F, Cl, Br, CN, -NH₂, -N(H)C(O)CH₃ and CF₃.

Claim 7 (original): The compound of claim 2, wherein R is pyridylmethyl whose

10 pyridyl is unsubstituted or optionally substituted with one or more moieties selected from the group consisting of F, Cl, Br, CN, -NH₂, -N(H)C(O)CH₃ and CF₃.

Claim 8 (original): The compound of claim 7, wherein said pyridyl is 2-pyridyl, 3-pyridyl or 4-pyridyl.

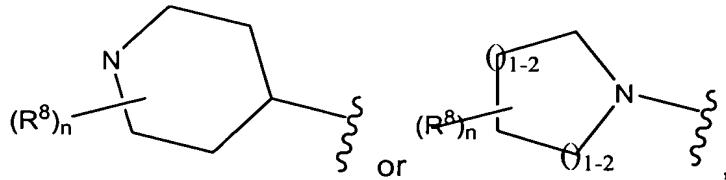
Claim 9 (original): The compound of claim 2, wherein R is phenyl, pyridyl or

15 pyrimidinyl each of which is substituted with one or more moieties which can be the same or different, each being independently selected from the group consisting of Cl, Br, -NH₂, -N(H)C(O)CH₃ or -CF₃.

Claim 10 (currently amended): The compound of claim 2, wherein R² is H, F, Cl, Br, I, hydroxyalkyl, alkoxyalkyl, or lower alkyl.

20 Claim 11 (original): The compound of claim 10, wherein R² is Br, I, -CH₂OH, -CH₂OCH₃, or methyl.

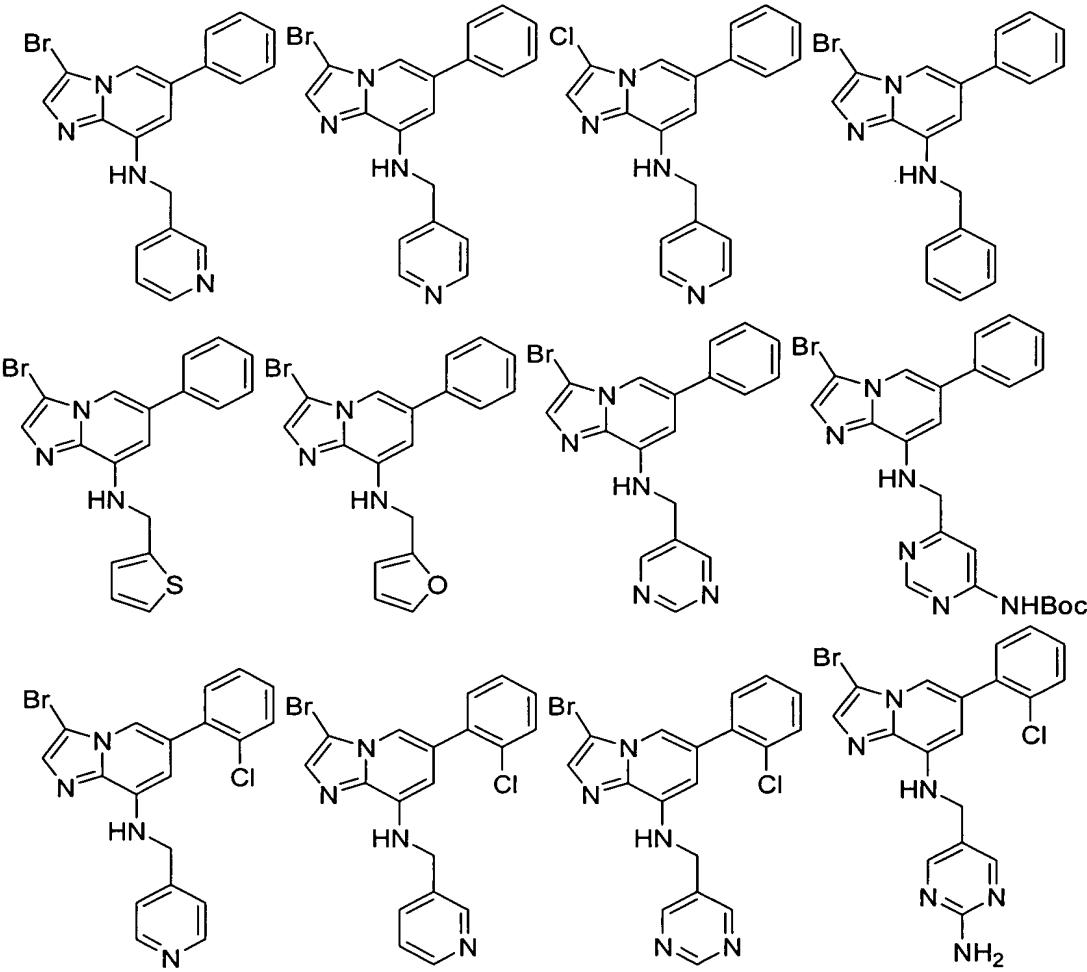
Claim 12 (original): The compound of claim 2, wherein R³ is H, alkyl, aryl, -NR⁵R⁶,

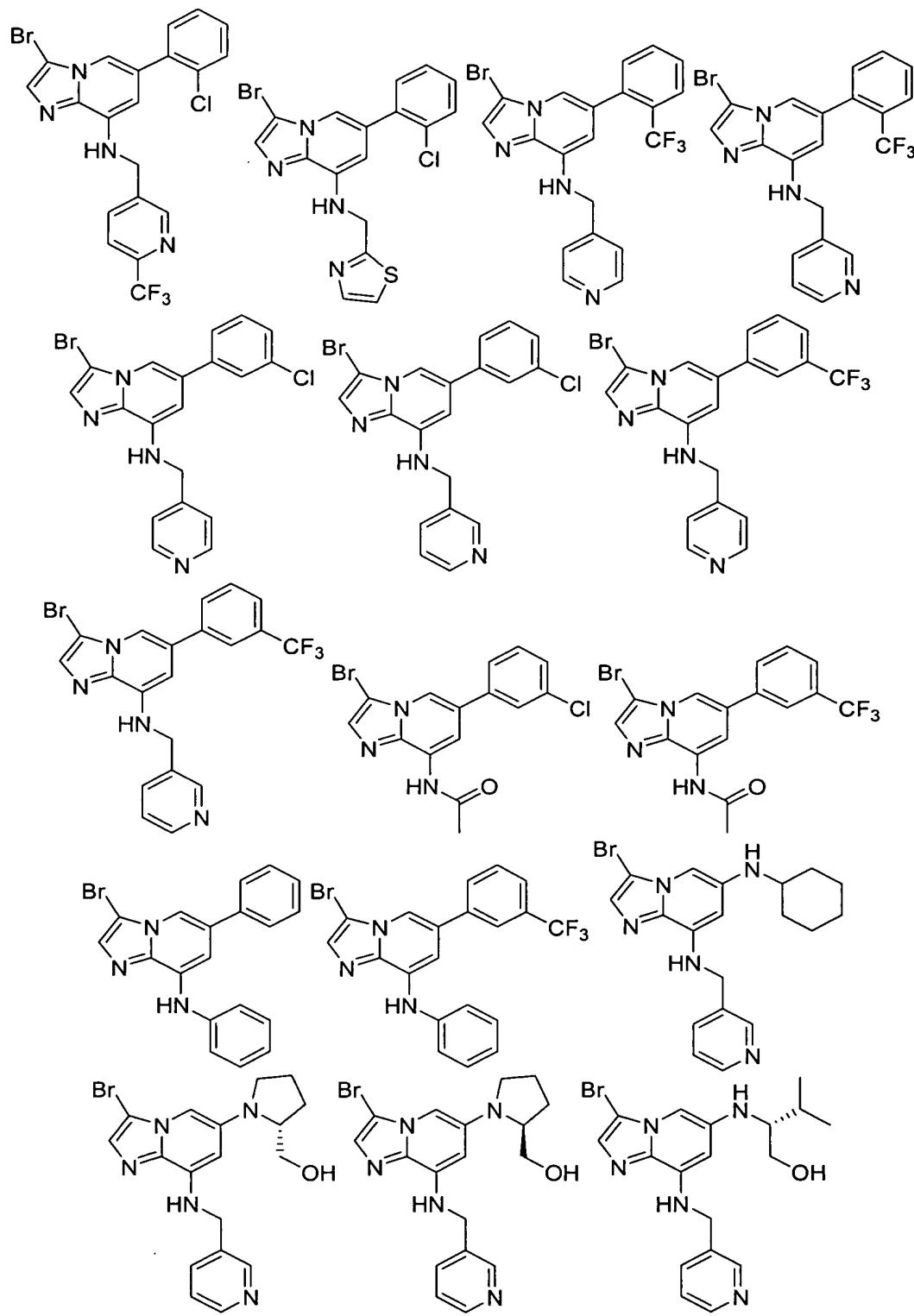


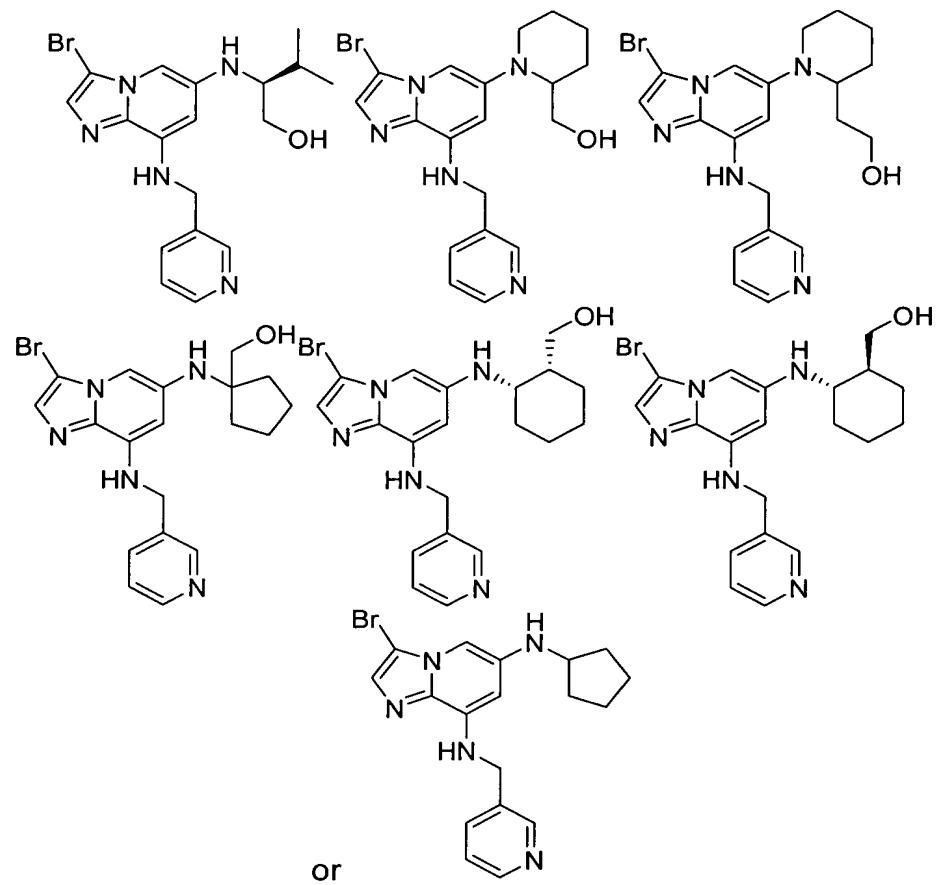
wherein said alkyl and aryl and the heterocycl moieties shown immediately above

25 for R³ can be unsubstituted or optionally independently substituted with one or more moieties (in addition to any R⁸) which can be the same or different, each moiety being independently selected from the group consisting of F, Cl, Br, CF₃, lower alkyl, hydroxyalkyl, alkoxy, -S(O₂)R⁶, and CN.

- Claim 13 (original): The compound of claim 2, wherein R⁴ is H, alkyl or aryl, wherein said alkyl or aryl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of F, Cl, Br, CF₃, lower alkyl, hydroxyalkyl, alkoxy, -S(O₂)R⁶, and CN.
- 5 Claim 14 (original): The compound of claim 2, wherein R⁵ is H.
- Claim 15 (original): The compound of claim 2, wherein R¹¹ is H.
- Claim 16 (original): The compound of claim 2, wherein m is 0.
- Claim 17 (original): The compound of claim 2, wherein n is 1.
- 10 Claim 18 (original): A compound of the formula:

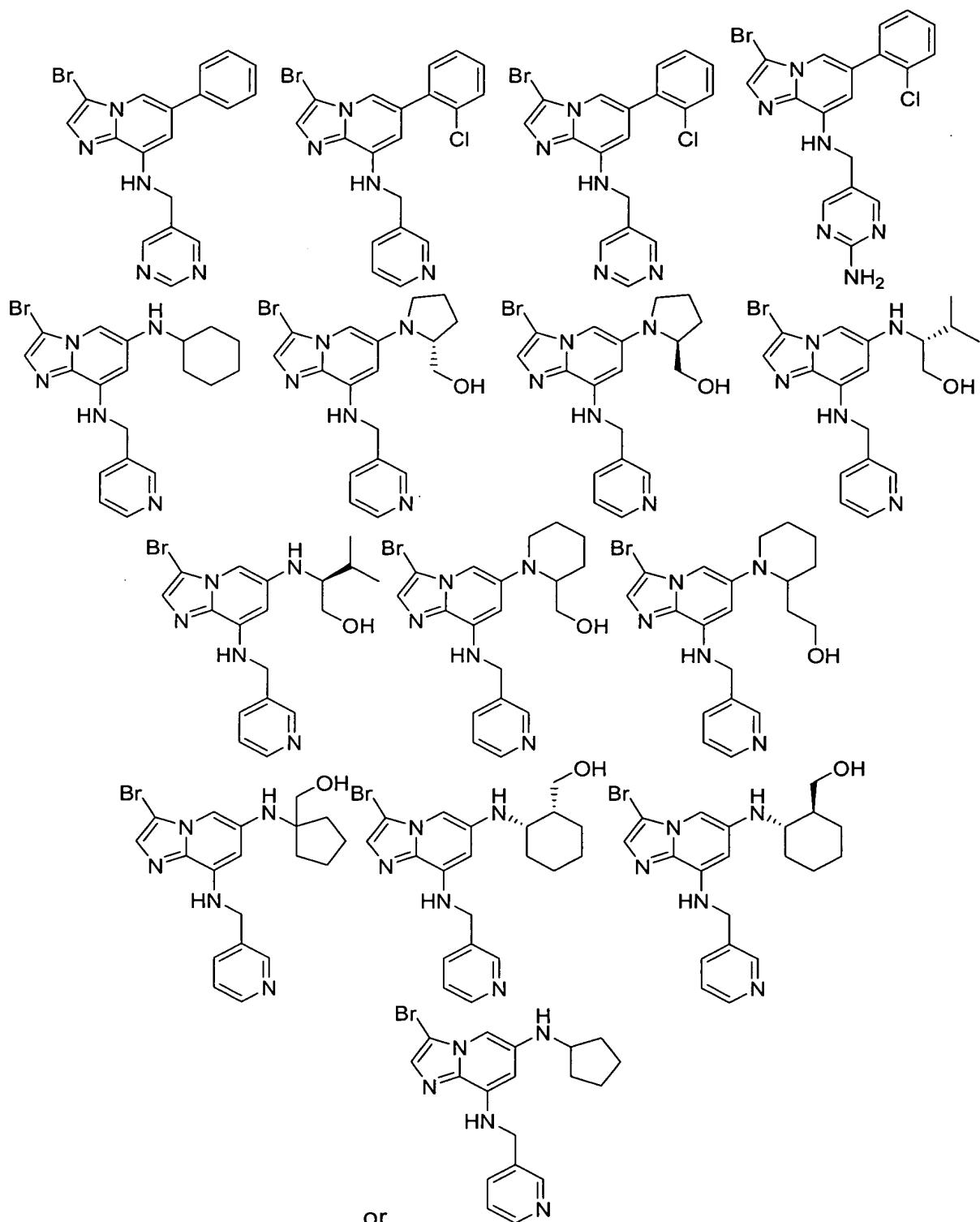






5 or a pharmaceutically acceptable salt or solvate thereof.

Claim 19 (original): A compound of the formula:



or a pharmaceutically acceptable salt or solvate thereof.

Claims 20-28: Cancelled.

Claim 29 (original): A pharmaceutical composition comprising a therapeutically effective amount of at least one compound of claim 1 in combination with at least one pharmaceutically acceptable carrier.

Claim 30: Cancelled.

- 5 Claim 31 (original): A compound of claim 1 in purified form.